

The Honorable Ricardo S. Martinez

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON AT SEATTLE

MICHAEL SURRATT, Individually and On
Behalf of All Others Similarly Situated,

Plaintiff,

v.

FUNKO, INC.; BRIAN MARIOTTI;
RUSSELL NICKEL; KEN BROTMAN; GINO
DELLOMO; CHARLES DENSON; DIANE
IRVINE; ADAM KRIGER; RICHARD
MCNALLY; GOLDMAN, SACHS & CO.; J.P.
MORGAN SECURITIES LLC; MERRILL
LYNCH, PIERCE, FENNER & SMITH
INCORPORATED; PIPER JAFFRAY & CO.;
JEFFERIES LLC; STIFEL, NICOLAUS &
COMPANY, INCORPORATED; BMO
CAPITAL MARKETS CORP.; and
SUNTRUST ROBINSON HUMPHREY, INC.,

Defendants.

NO. 2:18-cv-00283-RSM

**STIPULATION AND [PROPOSED]
ORDER REMANDING
PROCEEDINGS TO STATE COURT**

Plaintiff Michael Surratt ("Plaintiff") and Defendants, by and through their
undersigned counsel of record, hereby stipulate and agree as follows:

1. On January 16, 2018, Plaintiff filed the complaint in this putative class action
(the "Complaint") in the Superior Court of Washington in and for King County against Funko,

1 Inc., Brian Mariotti, Russell Nickel, Ken Brotman, Gino Dellomo, Charles Denson, Diane
2 Irvine, Adam Kriger, and Richard McNally (collectively, the “Funko Defendants”); Goldman,
3 Sachs & Co., now known as Goldman Sachs & Co. LLC; J.P. Morgan Securities LLC; Merrill
4 Lynch, Pierce, Fenner & Smith Incorporated; Piper Jaffray & Co.; Jefferies LLC; Stifel,
5 Nicolaus & Company, Incorporated; BMO Capital Markets Corp.; and SunTrust Robinson
6 Humphrey, Inc. (collectively, the “Underwriter Defendants,” and together with the Funko
7 Defendants, the “Defendants”).

8 2. The Complaint alleges only violations of Sections 11 and 15 of the Securities
9 Act of 1933, 15 U.S.C. § 77a, *et seq.*

10 3. On February 23, 2018, the Funko Defendants removed this action to this Court
11 arguing, among other things, that the Superior Court of Washington in and for King County did
12 not have jurisdiction based upon the Securities Litigation Uniform Standards Act of 1998
13 (“SLUSA”).

14 4. On March 2, 2018, the Parties filed a Stipulation extending the time to answer,
15 move, or otherwise respond pending remand proceedings (the “Stipulation”). The Stipulation
16 stated that the Plaintiff intended to file a motion to remand to the Superior Court of Washington
17 in and for King County and that the Defendants intended to file a motion to stay the
18 proceedings pending a decision by the United States Supreme Court in *Cyan, Inc. v. Beaver*
19 *County Employees Retirement Fund*, No. 15-1439, on the certified question of “[w]hether state
20 courts lack subject-matter jurisdiction over ‘covered class actions,’ 15 U.S.C. § 77v(a), that
21 allege only claims under the Securities Act of 1933.”

22 5. On March 20, 2018, the Supreme Court issued its decision in *Cyan, Inc. v.*
23 *Beaver Cty. Emps. Ret. Fund*, No. 15-1439, 2018 U.S. LEXIS 1912 (Mar. 20, 2018), holding
24 that “SLUSA did nothing to strip state courts of their longstanding jurisdiction to adjudicate
25 class actions alleging only 1933 Act violations. Neither did SLUSA authorize removing such
26 suits from state to federal court.” *Id.* at *41.

6. In light of the *Cyan* opinion, no party opposes remand of this action to the Superior Court of Washington in and for King County.

7. All parties stipulate that this action should and must be remanded in light of the Supreme Court's *Cyan* opinion, and request the Court remand this action.

SO STIPULATED AND AGREED this 27th day of March 2018.

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Incorporated; BMO Capital Markets
Corp.; and SunTrust Robinson Humphrey,
Inc.*

I. ORDER

In accordance with the foregoing stipulation, it is so ORDERED, and this case is remanded to the Superior Court of Washington in and for King County.

DATED: March ___, 2018.

Honorable Ricardo S. Martinez
United States District Judge

CERTIFICATE OF SERVICE

I hereby certify that on March 27, 2018, a copy of the foregoing document was filed electronically with the Court and thus served simultaneously upon all counsel of record, this 27th day of March, 2018.

/s/Colleen Cushnie
Colleen Cushnie, Paralegal